

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION

Plaintiff,

- against -

STEVEN BYERS, JOSEPH
SHERESHEVSKY, WEXTRUST CAPITAL, LLC,
WEXTRUST EQUITY PARTNERS, LLC,
WEXTRUST DEVELOPMENT GROUP, LLC,
WEXTRUST SECURITIES, LLC, and
AXELA HOSPITALITY, LLC,

Defendants, and

ELKA SHERESHEVSKY,

Relief Defendant.

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: 10-24-08

08-cv-7104 (DC)

ECF CASE

MEMO ENDORSED

**ORDER ON CONSENT IMPOSING PRELIMINARY INJUNCTION AND
OTHER RELIEF AGAINST THE DEFENDANTS AND RELIEF DEFENDANT**

The Securities and Exchange Commission ("SEC") having filed a Complaint on August 11, 2008, and the SEC that same day having filed an Order To Show Cause seeking emergency relief; and the Court having entered orders dated August 11, 12 and September 12, 2008, collectively granting a temporary restraining order, asset freeze and other relief against Defendants Steven Byers ("Byers"), Joseph Shereshevsky ("Shereshevsky"), Wextrust Capital, LLC ("Wextrust"), Wextrust Equity Partners, LLC ("WEP"), Wextrust Development Group, LLC ("WDG"), Wextrust Securities, LLC ("Wextrust Securities") and Axela Hospitality, LLC ("Axela") (collectively "the Defendants") and appointing a temporary receiver over Wextrust, WEP, WDG, Wextrust Securities and Axela (collectively "the Wextrust Entity Defendants"); the SEC having filed the First Amended Complaint on September 4, 2008 and the SEC that same

day having filed an Order to Show Cause seeking emergency relief and the Court having entered an order dated August 28, 2008 granting an asset freeze over the assets of the Relief Defendant, Elka Shereshevsky ("E. Shereshevsky" or "Relief Defendant"); and Defendants Byers, Shereshevsky, Wextrust, WEP, WDG, Wextrust Securities and Axela and Relief Defendant E. Shereshevsky having each (1) entered a general appearance; (2) consented to the Court's jurisdiction over the Defendants and Relief Defendant and the subject matter of this action; (3) consented to entry of this Order On Consent Imposing A Preliminary Injunction And Other Relief Against The Defendants and Relief Defendant ("P.I. Order") without admitting or denying the allegations of the Complaint or Amended Complaint (except as to jurisdiction); and (4) waived findings of fact and conclusions of law; and (5) waived any right to appeal from this P.I. Order:

I.

IT IS HEREBY ORDERED that, pending final disposition of this action, the Defendants and the Defendants' agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this P.I. Order by personal service or otherwise are preliminarily restrained and enjoined from violating, directly or indirectly, Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)] and Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5]

II.

IT IS HEREBY ORDERED that, pending final disposition of this action, Defendant Wextrust Securities and its agents, servants, employees, attorneys, and all persons in active concert or participation with it who receive actual notice of this P.I. Order by personal service or otherwise are preliminarily restrained and enjoined from violating Sections 15(b)(1), 15(b)(7) and 15(c) of the Exchange Act, 15 U.S.C. §§78o(b)(1)&(7) and 78o(c), and Rules 10b-3, 15b1-1, 15b3-1 and 15b7-1 promulgated thereunder, 17 C.F.R. §§ 240.10b-3, 240.15b1-1, 240.15b3-1 and 240.15b-7.

III.

IT IS HEREBY ORDERED that, pending final disposition of this action, Defendants Byers and Shereshevsky and Defendants Byers' and Shereshevsky's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this P.I. Order by personal service or otherwise are preliminarily restrained and enjoined from aiding and abetting any violation of Section 15(a) of the Exchange Act [15 U.S.C. § 78(o)(a)], or alternatively, from aiding and abetting violations of Sections 15(b)(1), 15(b)(7) and 15(c) of the Exchange Act, 15 U.S.C. §§78o(b)(1)&(7) and 78o(c), and Rules 10b-3, 15b1-1, 15b3-1 and 15b7-1 promulgated thereunder, 17 C.F.R. §§ 240.10b-3, 240.15b1-1, 240.15b3-1 and 240.15b-7.

IV.

IT IS HEREBY ORDERED that, pending final disposition of this action or such further order of the Court, the Defendants and the Relief Defendant and each of their financial and brokerage institutions, officers, agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with them and all other persons or entities who receive actual

notice of this P.I. Order by personal service or otherwise, and each of them, hold and retain within their control, and otherwise prevent, any withdrawal, transfer, pledge, encumbrance, assignment, dissipation, concealment or other disposal of any assets, funds, or other property (including money, real or personal property, securities, commodities, choses in action or other property of any kind whatsoever) of, held by, or under the direct or indirect control of the Defendants and Relief Defendant, including, but not limited to, entities owned or controlled by, related to, or associated or affiliated with the Defendant Wextrust Entities and the limited liability companies they control or have an ownership interest in, including but not limited to, those entities listed on Exhibit A, whether held in any of their names or for any of their direct or indirect beneficial interest wherever situated, in whatever form such assets may presently exist and wherever located within the territorial jurisdiction of the United States courts, and directing each of the financial or brokerage institutions, debtors and bailees, or any other person or entity holding such assets, funds or other property of the Defendants or Relief Defendant to hold or retain within its or his control and prohibit the withdrawal, removal, transfer or other disposal of any such assets, funds or other properties including, but not limited to, all assets, funds, or other properties held in the accounts listed on Exhibit B and Exhibit C, as well as each real estate parcel owned directly or indirectly by the Defendant Wextrust Entities and the limited liability companies they control or have an ownership interest in, including but not limited to, those entities listed on Exhibit A. Notwithstanding the foregoing, nothing contained herein shall be construed to preclude Defendant Byers, Defendant Sherevshesky and/or the Relief Defendant, from applying to the Court, at any time, for an order relieving them (or any of them) from all or part of the provisions of this Section IV. The SEC reserves the right to oppose any such application but agrees that it shall not assert the fact of Defendants and/or Relief Defendants'

prior consent to this Section IV as a reason for the Court to deny all or any part of any such application.

V.

IT IS HEREBY ORDERED that, within 10 days of the entry of this order, Defendants Byers and Shereshevsky are each directed to provide a verified written accounting, each signed by Defendants Byers and Shereshevsky about the assets, liabilities and general financial condition of each of the Defendant Wextrust Entities, and verified accountings each signed by Defendants Byers and Shereshevsky identifying their own assets, liabilities and general financial condition, if any, under penalty of perjury. The Parties have agreed that if Defendants Byers and Shereshevsky assert their Fifth Amendment privileges and refuse to provide the required verified accountings, the SEC will not seek to have the Court hold them in contempt of this order and Defendants Byers and Shereshevsky agree that the Court or the finder of fact in this or any other proceeding may draw all applicable and lawful inferences from assertions of the Fifth Amendment privilege by Defendants Byers and Shereshevsky and refusal to provide verified accountings.

VI.

IT IS HEREBY ORDERED that, pending final disposition of this action or such further order of the Court, Timothy J. Coleman, Esq., who was appointed Temporary Receiver by the Court's previous orders dated August 11, 2008 and September 11, 2008, shall serve as Receiver over Defendants Wextrust, WEP, WDG, Wextrust Securities, and Axela and affiliated entities pending the final disposition of this action pursuant to all the terms stated in the Court's Amended Order Appointing Temporary Receiver, dated September 11, 2008, which is attached hereto as Exhibit D and fully incorporated into this Order by reference.

VII.

IT IS HEREBY ORDERED that, pending final disposition of this action or such further order of the Court, the SEC and the Receiver may conduct expedited discovery, pursuant to Rules 26, 30, 31, 33, 34, 36 and 45 of the Federal Rules of Civil Procedure and without the requirement of a meeting pursuant to Fed. R. Civ. P. 26(f), limited to issuing subpoenas and document requests to non-parties, and the Receiver may also continue to conduct discovery pursuant to the terms of the Amended Order Appointing Temporary Receiver, dated September 11, 2008, which is attached hereto as Exhibit D.

VIII.

IT IS HEREBY ORDERED that, pending final disposition of this action, the Defendants, and any person or entity acting at their direction or on his behalf, or any other person who receives actual notice of this P.I. Order by personal service or otherwise, are preliminarily restrained and enjoined from destroying, altering, concealing or otherwise interfering with the access of Plaintiff SEC and the Receiver to any and all documents, books and records, that are in the possession, custody or control of the Defendants, or any of them, and each of their officers, agents, employees, servants, accountants, financial or brokerage institutions, attorneys-in-fact, subsidiaries, affiliates, predecessors, successors and related entities, including, but not limited to, all entities identified on Exhibit A including, without limitation, documents, books, and records referring, reflecting or relating to the Defendants' finances or business operations.

IX.

IT IS FURTHER ORDERED that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

Dated: October 24, 2008


UNITED STATES DISTRICT JUDGE

Exhibit A

Exhibit A

Name	Address	County	State of Incorporation	Managing Agent (For Services)	Address of Managing Agent (For Services)
Westvaco Capital					
333 W. Wacker Drive, 16th Floor	Chicago, IL 60608				
699 Westside Drive, Suite 2220	Norfolk, VA 23510				
114 W. 47th Street, 20th Floor	New York, NY 10036				
75 Gesslop Avenue	Westport Heights				
Pretoria, South Africa					
7 Jabodinski Street, 34th Floor	Farmat Gam, Israel				
699 Westside Drive, Suite 2220	Norfolk, VA 23510				
7 Jabodinski Street, 34th Floor	Farmat Gam, Israel				
333 W. Wacker Drive, 16th Floor	Chicago, IL 60608				
2424 N. Federal Highway	Boca Raton, FL 33431				
114 W. 47th Street, 20th Floor	New York, NY 10036				
1800 W. 10 Mile Road	Southfield, MI 48075				
6200 Poplar Avenue	Memphis, TN 38137				
118 30th Avenue North	Nashville, TN 37203				
1200 Abernathy Road, Suite 1700	Atlanta, GA 30328				
13 E. First Street	Hamden, IL 60021				
6701 Democracy Boulevard, Suite 300	Bethesda, MD 20817				
Westvaco Equity Partners					
46 S. Washington St., Hinsdale, IL 60521	Cook County			46 S. Washington Managers, LLC; WEP is "Manager" of the Manager; WEP is owned by WestTrust Capital.	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
1250 S. Michigan Ave., Chicago, IL 60605	Cook County			Westvaco Equity Partners	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
1250 S. Michigan Ave., Chicago, IL 60605	Cook County			Westvaco Equity Partners	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
1805 High Point Dr., Naperville, IL 60563	DuPage County				
318 W. Adams St., Chicago, IL 60606	Cook County				
Westvaco					
49 South Washington, LLC					
1250 S. Michigan Ave., LLC					
1250 S. Michigan LLC B					
1605 Highpoint					
318 W. Adams Street					

Exhibit A

Name	Address	City	State of Incorporation	Managing Agent (For Services)	Address of Managing Agent (For Services)
625 Paragon LLC	625 West Division St, Chicago, IL 60610	Cook County	Delaware	625 Paragon LLC, WEP is the "Manager" of the Manager; WEP is owned by WestTrust Capital.	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
47 Dean Street Investors	47 Dean St., Brooklyn, NY 11201	Kings County	Delaware	47 Dean Street Managers, LLC; WEP is the "Manager" of the Manager; WEP is owned by WestTrust Capital.	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Advantage Agency Holdings	1000 Riverchase Tower, Knoxville, TN 37902	Knox County	Tennessee	Michael Gorney	330 N. Peters Rd., Knoxville, TN 37923
ATM II LLC	--	--	Delaware	Sanford Investments, LLC which is wholly owned by WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Bartich Holdings, LLC	Memphis, TN	Davidson County	Delaware	Westford Equity Partners	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Bella Middle Centre Investors, LLC	24 White Bridge Rd., Nashville, TN 37205	Davidson County	Delaware	Black III Managers, which is 100% owned by Brandon Investments, Shareholdership and Spers are the managers of Brandon	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Black III Mines & Minerals, LLC	--	--	Virginia	--	--
Black III Investors (Stadium Coast II)	--	--	Virginia	--	--
Black III Investors (Stadium Coast)	--	--	Virginia	--	--
Carlisle Park LLC	6800 Forum Park Drive, Houston, TX 77058	Harris County	Texas	Carlisle Industrial Managers, LLC which is in turn owned and controlled by WEP	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Carlisle Industrial Investors, LLC	780 International Blvd., Charlotte, TN 37040	Montgomery County	Delaware	--	--
Corinth	2500 Tecumseh Way, Corinth, MS 38804	Alcorn County	Delaware	Chroma-Phoenix Managers, LLC; WEP is the "Manager" of the Manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Crowne-Phoenix Investors LLC	(Crowne Plaza Hotel) 2833 West Pierce Ave Phoenix, AZ 85028	Maricopa County	Delaware	--	--
Dean Street Investors LLC	44-44 Dean Street Brooklyn, NY 11201	Kings County	Delaware	Dean Street Managers, LLC; WEP is the "Manager" of the Manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Dean Street Managers LLC	(Wyndham Hotel) 2801 York Rd., Oak Brook, IL 60023	DePue County	Delaware	Dixie Oak Brook Managers, LLC; "Manager" of the Manager is Anita Hospitality, LLC an affiliate of WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Dean Street Investors LLC	--	--	Delaware	--	--
East Point	--	--	Delaware	--	--
Executive Plaza, LLC	900 25th St. SW, Wyoming, MI 48090	Hart County	Illinois	Steve Byers First Highland Managers, LLC; WEP is the Managing Member.	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
First Highland	--	--	Illinois	--	--
First Wyoming Investors, LLC	--	--	Illinois	--	--
Freelance Holdings	1615 Poydous St., New Orleans, LA 70112	Orleans Parish	Louisiana	--	--
Freight plus Paydous, LLC	--	--	Louisiana	--	--
GOR 1 year @ 7.00	--	--	Louisiana	--	--
GOR 18 months @ 7.75	--	--	Louisiana	--	--
GOR 3 years @ 12.00	--	--	Louisiana	--	--
GOR 3 years @ 8.00	--	--	Louisiana	--	--
GOR 6.5% Refiner	--	--	Louisiana	--	--
Glade Springs	1818 H. Clark St., Chicago, IL 60614 (Days Inn Hotel)	Cook County	Illinois	WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Gold Coast Investors LLC	--	--	Illinois	--	--
Gold Coast Managers, LLC; WEP is the "Manager" of the Manager; WEP is owned by WestTrust Capital	--	--	Illinois	--	--
Gold Coast Investors LLC	--	--	Illinois	--	--
Grant Street Investors LLC	8728 South Washington Street, Hinsdale, IL 60521	Cook County	Illinois	GSH Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606

Name	Address	County	State of Incorporation	Managing Agent (Not Required)	Address of Managing Agent (Not Required)
GSA Investors, LLC	201 East Wacker Drive, Bldg. 11 310 East Wacker Drive, Bldg. 11 800 South Dearborn, Chicago, IL 8011 Oakton Road, Madison, WI 4121 Southpoint Blvd., Jacksonville, FL 117 South Boulevard Road, Anderson, IN 10 South 2nd Street, Lafayette, IN	Illinois Illinois Cook County Deane County St. Johns County Madison County Tippecanoe County	Illinois	GSA Manager, LLC, the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
GSN Development, LLC				GSN Managers, LLC WestDev Development, LLC	
GSN Managers, LLC					
GSN 1 year @ 7.00					
GSN 18 months @ 7.75					
GSN 3 years @ 12.00					
GSN 3 years @ 9.00					
Guaranteed Depository Receipts					
Hammond Industrial Investors LLC	307-311 Price Drive, Hammond, LA 70401	Tangipahoa Parish	Delaware	Hammond Industrial Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Hammond II					
Hampshire of Hinsdale Mortgage Fund II	6228 South Washington Street, Hinsdale, IL 60521	Cook County	Delaware	WestTrust Hampshire Fund Manager, LLC; the "Manager" of the manager is WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Hinsdale Park, LLC	Hinsdale, IL		Illinois		
High Yield Debt Fund II	1770 First Street Building, Highland Park, IL 60035	Lake County	Illinois	Fleet Highland Managers, LLC; owned 100% by WEP	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Highland Park				Hilltop Investors, LLC; WEP is the "Manager" of the manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Hilltop Apartments LLC	4829 Columbia Ave., Anderson, IN 46013	Madison County		Hilltop Ridge Investors, LLC; WEP is the "Manager" of the manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Hilltop Ridge Apartments LLC					
Homer Glen Investors LLC	West 155th Street and South Parker Rd., Homer Glen, IL 60401	Will County	Illinois	Horner Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Hyde Park Investors, LLC	1583 Hyde Park Rd., Essex, MD 21221	Baltimore County	Illinois	WestDev Equity Partners	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
IDEX Mines and Minerals LLC				IDEX Mining Managers, LLC owned equally by the Shareholders Family Limited Partnership and Steven Byers	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Industrie Park Investors LLC	148 and Perry Hill Road, Montgomery, AL 36108	Montgomery County	Delaware	Industrie Park Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Jerry Properties	Birmingham, AL			WTC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Jet Mill Holdings, LLC				WestTrust Capital/WestDev Equity Partners	
Merrillfield LLC	3400 McCue Rd., Houston, TX 77058	Harris County	Illinois		
Midtown Estates	123 Avenue South and Division Street, Nashville, TN 37203	Davidson County	Illinois	WestTrust Asset Management	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
North River Investors LLC					
Novell Holdings	840 New Salem Road, Murfreesboro, TN 37135	Rutherford County	Illinois	New Salem Managers, LLC; the "Manager" of the manager is WEP; which is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
New Salem Investors LLC			Tennessee		

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Name	Address	County	State of Incorporation	Managing Agent (For Services)	Address of Managing Agent (For Services)
At Port East, LLC	New Orleans, LA			East Port East, LLC; WEP is the "Manager" of the manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Park Village Holdings LLC	401 Park Village Drive and 216 Center Park Road Knox County, TN 37622	Knox County	Tennessee	Park Village Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Peoples Office Investors LLC	184 SW Adams, Peoria, IL 61602	Peoria County	Delaware	Peoples Office Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
PVP Ventures, LLC				Peoples Office Managers, LLC	
Road Energy				River's Edge Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
River's Edge Investors LLC	2025 Oakley, Intersection of West/Walker Street and North Oakley Avenue, Chicago, IL	Cook County	Illinois	Westford Equity Partners, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Riverside Investors, LLC	One Riverside Road, Riverside, IL 60546	Cook County	Illinois	S. Pine Street Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
S. Pine Street Investors LLC	169-248 South Pine Street, Burlington, WI 53103	Racine County	Delaware	SF Managers I, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Serube				Stout/Stout Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
SF Development Company, LLC	Peasapouls, MS	Hamilton County	Delaware	Tennessee Office Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Shadbrook, LLC	2118 Chapman Road, Chattanooga, TN				
Shutlworth Investors LLC					
Shutlworth Coast Real Investors LLC	Goodsville, TN	Not Clear	Tennessee		
Shutlworth Park, LLC	Multiple Cities in TN		Delaware		
Tennessee Office Investors					
Uptown Square LLC					
USPH 8.5% Follow					
Valkano					
West 82nd Street Holdings, LLC	176-182 West 82nd Street, New York, NY	New York City County	Delaware	West 82nd Street Holdings, LLC ("Holdings"); West 82nd Street Managers ("Managers") is the manager of Holdings; WEP is the manager of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
West 82 Street Investors, LLC					
West Beacon Investors LLC	176-182 West 82nd Street, New York, NY	New York City County	Delaware	West 82nd Street Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
2435 West Belmont Investors, LLC	6700 Baum Drive, Knoxville, TN and 323-323 Nancy Lynn Lane, Knoxville, TN	Knox County	Illinois	West Beacon Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
WEP New Orleans	2435 West Belmont Avenue, Chicago, IL 60618	Cook County	Illinois	2435 W. Belmont Managers, LLC; WEP is the "Manager" of the manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Diversified Futures Fund I, LLC				WEP	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Diversified Futures Fund II, LLC				Westford Commodity Managers, LLC; the manager of the manager is WEP	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Diversified Offshore Futures F, LLC				Westford Commodity Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Principal Protected Fund I, LLC				Westford Commodity Managers, LLC; the manager of the manager is WEP	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606

Name	Address	Country	State of Incorporation	Managing Agent (Per Service)	Address of Managing Agent (Per Service)
Westside Principal Protected Offshore F.	British Virgin Islands	Westford Commodity Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Fund I	Delaware	West-1, LLC which is wholly owned by WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Fund II, LLC	Cayman Islands	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Offshore Fund I	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Qualified Investors LLC - Dean Street	Tennessee	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Rudek Holdings, LLC	Delaware	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Road Investors LLC	Delaware	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
York Road Investors LLC	Delaware	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Capital - Alford	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Steve Byers - Residence	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Steve Byers - Corbis	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Joseph Sherezhewsky - Residence	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Joseph Sherezhewsky - Other	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Principal Protected Offshore F.	British Virgin Islands	Westford Commodity Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Fund I	Delaware	West-1, LLC which is wholly owned by WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Fund II, LLC	Cayman Islands	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Offshore Fund I	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Qualified Investors LLC - Dean Street	Tennessee	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Rudek Holdings, LLC	Delaware	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Road Investors LLC	Delaware	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
York Road Investors LLC	Delaware	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Capital - Alford	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Steve Byers - Residence	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Steve Byers - Corbis	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Joseph Sherezhewsky - Residence	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Joseph Sherezhewsky - Other	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Principal Protected Offshore F.	British Virgin Islands	Westford Commodity Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Fund I	Delaware	West-1, LLC which is wholly owned by WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Fund II, LLC	Cayman Islands	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Offshore Fund I	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Qualified Investors LLC - Dean Street	Tennessee	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Rudek Holdings, LLC	Delaware	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Road Investors LLC	Delaware	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
York Road Investors LLC	Delaware	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Capital - Alford	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Steve Byers - Residence	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Steve Byers - Corbis	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Joseph Sherezhewsky - Residence	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Joseph Sherezhewsky - Other	WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606

Exhibit A

Name	Address	County	State of Incorporation	Managing Agent (For Service)	Address of Managing Agent (For Service)
Pure Africa Mining & Minerals	78 Gooding Avenue Windsor Heights Freetown, South Africa				
PAM Export (Pty) Ltd.	SA Jewellery Center, 225 Main Street Suite 529 Johannesburg 2001, South Africa				
ATM II LLC			Delaware	Brandon Investments, LLC which is wholly owned by Westport Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Block III Mines & Minerals, LLC			Virginia	Block III Managers, which is 100% owned by Brandon Investments, Shareholders and Dyers are the managers of Brandon	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Steel Investors Stakeholder Coast III			Virginia	LOEX Mining Managers, LLC owned equally by the Sharnitsky Family Limited Partnership and Steven Dyers	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Steel Investors Stakeholder Coast			Virginia		333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
IDEX Mines and Minerals LLC			Virginia		333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Rand Energy					
Rand Quarry					
Stakeholder Coast Steel Investors LLC					
Veldano					
Gold Investments					
Barbour 3600 (Pty) Ltd.	Northwest Province, South Africa Assembly 143 Isibeleni and Schreiner Roads				
Lionsburg Company					
Stakeholder Coast MINE	South Africa				
Tropical Paradise Trading 608 (Pty)	Namibia				
Golden Ribbon Trading 307 (Pty) Ltd.	South Africa				
Earth Mining					
REXLEX 420 (Pty) Ltd.					
African Spirit 165 (Pty) Ltd.					
Volcano Trading (Pty) Ltd.	Namibia				
Raptor (Pty) Ltd.	Namibia				
Dave Investment (Pty) Ltd.					
Pure Africa Minerals (Pty) Ltd.					
Pure Africa Holdings (Pty) Ltd.					
Pure Africa Investment (Pty) Ltd.					
African Spirit Trading 250 (Pty) Ltd.					
PAM Export (Pty)	SA Jewellery Center 225 Main Street Suite 529 Johannesburg 2001, South Africa				
Brandon Investment LLC					
Thunder Energy LLC					
Steel Investments (Pty) Ltd.					
Mark Investments (Pty) Ltd.	148 San Nijona Drive Windsor Bay				
	278 Christie Street, Brooklyn, Pretoria, Province of Gauteng, South Africa P.O. Box 6280, Pretoria, 0001 Province of Gauteng, South Africa				

Exhibit B

Exhibit B

Bank	Address	Routing	Account Numbers	Account Names
ABSA	Abesa Tower East 170 Main Street, 3rd Floor Johannesburg South Africa		4084343844	Pure Africa Minerals
Avenue Bank	111 10th Avenue South, Suite 400, Nashville, TN 37203	61003415	1008400924 3000000111	Westrust Equity Partners, LLC
Bank Hapoalim (Israel)			58884049 58877093	Westrust Securities Summit Capital
Bank One Oklahoma, NA	Oklahoma City, OK	103006648	6308775	Uptowne Square, LLC
Broadway Bank	5960 N. Broadway, Chicago, IL 60606	071002419	11211901 Loan #315175	W. 82nd Street Holdings, LLC W. 82nd Street Holdings, LLC Crown Plaza
Central Carolina Bank & Trust	Winston-Salem, NC	53100465	571088310	Hilltop Ridge Apartments
Chenier One	71 South Wacker Drive, Suite 2900, Chicago, IL 60606	241070417	4510284240 4510284194 6016 6460 6113 6202	Pacific Office Investors, LLC 625 Paragon Investors, LLC (Escrow) 47 Dean Street Investors LLC (Escrow) Crown Plaza Investors LLC (Escrow) Crown Plaza Investors LLC (Operating) Drake Oak Brook Holdings
Chibank F.S.B.	Chicago, IL 60606	271070801	0800588073 0800489429 0800576540 0800502130 0800802149 0800576532 0800576563 0800575575 0800580531 0800570144 080044191 0800584857 0800575509 0800575567 0800489429 0800584873 0800575516 0800575524 0800610184 0800575308 0800678172 0800489429 0800489445 0800584049 0800588073 0800588103	High Yield Debt Fund II Bachsch Belle Meade Dean Street Investors, LLC Dean Street Managers LLC First Wyoming Investors Gold Coast Investors LLC Grant Street Investors, LLC GSA Investors, LLC Hampsons of Hinsdale Mortgage Highland Park Homer Glen Investors, LLC Hyde Park McCue Music Row New Salem Investors, LLC Park Village Holdings, LLC River's Edge Investors, LLC Tennessee Office Investors, LLC West Bearden Investors, LLC West Belmont Investors, LLC Westrust Capital LLC Westrust Capital LLC (payroll) Workman Road Investors, LLC High Yield Debt Fund III Westford/Hor HPC Mortgage Fund
Chibank, NA	Chicago, IL	271070801	0800489429	Riverside
Fifth Third Chicago	Chicago, IL	042000314	7251188886 7251188886	High Yield I Westford High Yield
First National Bank (Merlyn Park Branch)	South Africa Branch Code: 252845		62142869413 62142869118	Pure Africa Minerals - Tanzania Pure Africa Minerals (Pty) Ltd First Investors Skeleton Samjee Block III
Heritage Bank	Chicago, IL		1087	
Hinsdale Bank & Trust	26 East First Street, Hinsdale, IL 60521	71825402	260026590 260031701	Westford Development 82nd Street - Westford Dev Grp
LaSalle Bank, NA	Chicago, IL	071000505	6201559957 2090067 (725103)	York Road Investors, LLC Westford High Yield Debt Offshore
Mitsubishi Tefarot Bank	Tel Aviv, Israel			
National City Bank of Indiana	Anderson, IN	074000065	581811882	Hilltop Apartments, LLC
Northern Trust Company	50 South LaSalle Street, Chicago, IL	071000162	3000368585 2280581 2280911 2541459	Westrust Capital Westrust Equity Partners Steven Byers Steven T. Byers
Park National Bank	11 E. Madison St., Oak Park, IL 60302	071820559	3003833153	The Drake Oak Brook, LLC
Southwest Bank	Houston, TX	113011259	3321125	Carlisle Park, LLC
Terra Nova Financial	100 S. Wacker Dr., Suite 1550, Chicago, IL		3252-6889	Joseph Shershevaly

Exhibit B

Bank	Address	Routing	Account Numbers	Account Names
Wachovia Bank	125 Independence Blvd. 3rd Floor Virginia Beach, VA 23462	61400549	2000034784854	625 Paragon Investor's LLC
			2000025123193	ATM II, LLC
			2000020481070	Westrust Securities (Operating)
			2000020839423	Westrust Securities (Money Market)
			2000020888459	Westrust Capital LLC
			2000020408180	Westrust Capital LLC Distributions
			2000028573788	Crowne Plaza Escrow
			2000025123025	Drake Oak Brook Investors, LLC
			2000028272470	Westford High Yield III - MMF
			2000028272412	High Yield Debt Fund III - Escrow
			2000028272409	High Yield Debt Fund III - MMF
			2000028271883	W. 82nd St Escrow
			2000017257145	Westford High Yield Fund
			2000028373843	47 Dean Street
			6331	Not Provided
			8190	Westrust Capital LLC Disbursements
			7158	Westrust Capital LLC Sweep
			4867	625 Paragon Investors, LLC MMF
			3849	S. Pine Street Investors, LLC Escrow
			3759	Hammond Industrial Investors LLC Escrow
			3830	Clarksville Investors LLC Escrow
			3720	Cleveland Industrial Investors LLC Escrow
			0910	Crowne Plaza Investors LLC Sweep
			1003	Drake Oak Brook Holdings Sweep
			3038	Pecunia Office Investors, LLC Escrow
			1113	Pecunia Office Investors, LLC Sweep
			2522	Westford High Yield Fund IV LLC Escrow
			2470	GDR Tier Escrow
			2483	GDR Tier Sweep
			1070	Westrust Securities LLC Escrow
			8123	Westrust Securities LLC Sweep
			2089	West Belmont LLC Escrow
			2085	GSA Investors LLC Escrow
			2888	Tennessee Office LLC Escrow
			2888	Inlandale Park Escrow
			7145	Westford High Yield Fund II LLC MMF
			2845	Shallowford Investors LLC
			4448	Hamptons of Nisole Mortgage Fund, LLC (B. Checking)
			3183	ATM II, LLC Escrow
			1139	ATM II, LLC Sweep
			4177	Block III Mines & Minerals Escrow
			4180	Block III Mines & Minerals Sweep
			4410	Block III Investors, LLC (Business Checking)
			4423	Block III Investors, LLC (Money Market)
			4397	Block III Managers, LLC (Business Checking)
			4407	Block III Managers, LLC (Money Market)
			9194	Brandon Investors LLC
			0836	Bret, LLC
			3791	Bret Investors Skeleton Coast LLC Escrow
			0823	Bret Investors Skeleton Coast LLC Sweep
			2990	Bret Investors Skeleton Coast III Escrow
			0894	Bret Investors Skeleton Coast III Sweep
			2140	IDEX Mine & Minerals, LLC Escrow
			2218	IDEX Mine & Minerals, LLC Sweep
			6297	Lindsey Energy, LLC
			6307	Ursa Walk, LLC
			8174	Ursa Walk Lodge LLC
			2137	Pure Africa International LLC
			6310	Pure Africa Investments, LLC
			2000028272583	Pure Africa Minerals, LLC
			3868	PAM, LLC - Randfontaine
			3808	PAM, LLC - Calpaas
			3824	PAM, LLC - Block III
			4863	PAM, LLC - Lichtenburg
			3852	Skeleton Coast Bret Investors LLC Escrow
			0761	Skeleton Coast Bret Investors LLC Sweep
			2580	Samjee Consulting LLC
			6338	Vaticano Traders LLC

Exhibit C

SHERESHEVSKY PERSONAL BANK ACCOUNTS

BANK	ACCT. NO.	ACCOUNT NAME	FILE NAME	FOUNDER # or notes	Administrative
BANK OF COMMONWEALTH	3471781	ELVA'S BOG ACCT.	BOG ACCT.		Elva
BANK OF JERUSALEM	16002458	ELVA SHERESHEVSKY CHEROKEE ACCT.	BBY	opened 1/08	Elva
PROVIDENT BANK NA	4184004	ELVA'S PROVIDENT BANK ACCT.	Bank of Jerusalem	opened in 01/07	Joe & Elva?
Handled by Wealth Management?			Inactive, not tracked in Qdessa	before marriage	Elva
WACHOVIA	101012110700	ELVA SHERESHEVSKY 128 17TH STREET ACCT.	HOMES	101008050038	Elva, Joe PCA
WACHOVIA	101012110458	ELVA SHERESHEVSKY CHARITY ACCT.	CHARITY	101008050038	Elva, Joe, Kate, Shana
WACHOVIA	101012110458	ELVA SHERESHEVSKY CHARITY ACCT.	NEW OPERATING	101008050038	Elva, Joe, Kate, Shana
WACHOVIA	101012110458	ELVA SHERESHEVSKY TAX ACCT.	TAX ACCT.	101008050038	Elva, Joe PCA
WACHOVIA	300006770002	ELVA SHERESHEVSKY MINOR SAVINGS ACCT.	ELVA SAVINGS	300006770002	Elva, Joe
WACHOVIA	300006770011	CHAM SHERESHEVSKY MINOR SAVINGS ACCT.	CHAM SAVINGS	300006770011	Elva, Joe
Handled by Commercial Dept:					
WACHOVIA	200002274701	SHERESHEVSKY FAMILY IRREVOCABLE TRUST	TRUST ACCT.	NEW TRUST	Joe & Shana
WACHOVIA	200002274701	SHERESHEVSKY FAMILY LP	Family LP	also 01/03	Joe, Elva, Kate, Shana
WACHOVIA	200002274701	THE SHERESHEVSKY FOUNDATION, INC.	FOUNDATION	FOUNDATION	Joe, Elva
WACHOVIA	200002274701	THUNDER ENERGY LLC	Thunder Energy LLC	THUNDER	Joe & Elva
WACHOVIA	200002274701	WASHERY LLC	Washer Property LLC	Opened 7/07 (VA)	Joe, Elva, Kate
Closed Accounts:					
WACHOVIA	101012110500	ELVA SHERESHEVSKY 4008 14th AVE	4008 14th AVE	101008050047	Closed 5/07
WACHOVIA	200002274701	SHERESHEVSKY IRREVOCABLE TRUST ACCT.	TRUST ACCT.		Closed 5/07
WACHOVIA	200002274701	THE SHERESHEVSKY FAMILY LIMITED PRINP	Shana's Family Princip		Closed
WACHOVIA	200002274701	WASHERY PROPERTY LLC ACCT.	Washer Property LLC		Closed 7/07
WACHOVIA	101012110418	SHARP ACCOUNTS	OLD OR NEW SHARP	101008050048	Closed 5/07
WACHOVIA	200002274701	SPACER LLC	Spacer LLC	Closed 4/08	Joe & Elva

REAL ESTATE MORTGAGES									
PROPERTY	LENDER	LOAN NO.	BALANCE AT 8/28/08	% INTEREST RATE	Type Loan	Term	Est. Value		
720 MAURY AVE., NORFOLK	WACHOVIA	8764808	\$450,218.95	6.75	15 Yr. Jumbo	15 Yrs.	\$41,598.41		
607 E. MOYERAY CT., NORFOLK	FIRST MORTGAGE	47284876	\$241,821.17	6.25	15 Yr. Conventional	15 Yrs.	?		
622 SHIRLEY AVE., NORFOLK	WACHOVIA	8744808	\$215,884.52	6.575	30 Yr. Conventional	27 1/2 Yrs.	\$280,000		
622 SHIRLEY AVE., NORFOLK	WACHOVIA	8637848	\$244,341.81	4.5	30 Yr. LIBOR (6 mo.)	28 Yrs.	\$600,000		
5913 BLAND AVE., BALTIMORE	WACHOVIA	8747800	\$142,087.05	7.5	30 Yr. LIBOR (1 Yr.) Adj	27 Yrs.	\$185,500		
125 12th St., LAKEWOOD	NATIONAL CITY	00024328-7	\$60,547.52	6.575	30 Yr. Conventional	28 Yrs.			
4805 14th AVE., BROOKLYN	BANK OF AMERICA	8646108513	\$1,120,000.00	6.125	30 Yr. Not Secured Only	28 Yrs.	\$1,475.81		
EQUITY LINES OF CREDIT:									
625 SHIRLEY AVE (NEW AT 3/09)	WACHOVIA	4386240412801880	\$125,421.20	5.5	30 Yr	28 Yrs			
507 E. MOYERAY CT.	WACHOVIA	4386540412484888	\$288,810.41	5.37	Variable LIBOR Index	18 Yrs			
720 MAURY AVE.	BANK OF AMERICA	8889101827808	\$470,000.05	5.49	Variable Prime Index	14 Yrs.			
* Appraised value at 9/08									
* Appraised value at 3/08									
* Appraised value at 9/08									
* Appraised value 8/05									
* Appraised value at 8/05									
(*) Deed in the names of Aurbach & Claire Shermansky									
(**) Deed in the names of Claire & Elise Shermansky									

Exhibit D

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

-against-

STEVEN BYERS, JOSEPH SHERESHEVSKY,
WEXTRUST CAPITAL, LLC, WEXTRUST
EQUITY PARTNERS, LLC, WEXTRUST
DEVELOPMENT GROUP, LLC, WEXTRUST
SECURITIES, LLC, and AXELA HOSPITALITY,
LLC,

Defendants,

- and -

ELKA SHERESHEVSKY,

Relief Defendant.

TIMOTHY J. COLEMAN, RECEIVER for
WEXTRUST CAPITAL, LLC, WEXTRUST
EQUITY PARTNERS, LLC, WEXTRUST
DEVELOPMENT GROUP, LLC, WEXTRUST
SECURITIES, LLC, and AXELA HOSPITALITY,
LLC,

Movant,

-against-

STEVEN BYERS, JOSEPH SHERESHEVSKY,
WEXTRUST CAPITAL, LLC, WEXTRUST
EQUITY PARTNERS, LLC, WEXTRUST
DEVELOPMENT GROUP, LLC, WEXTRUST
SECURITIES, LLC, AXELA HOSPITALITY,
LLC, and ELKA SHERESHEVSKY

Respondents.

CHW/JS

USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: DATE FILED: 7/11/08
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No. 08 Civ. 7104 (DC)

AMENDED ORDER APPOINTING TEMPORARY RECEIVER

On the Application of Plaintiff Securities and Exchange Commission for an Order appointing a temporary receiver for defendants Wextrust Capital, LLC; Wextrust Equity Partners, LLC; Wextrust Development Group, LLC; Wextrust Securities, LLC; and Axela Hospitality, Inc. (collectively, the "Defendant Wextrust Entities") pending adjudication of the Commission's request for a preliminary injunction, the Court has considered (1) the Memorandum of Law dated September 4, 2008 submitted by Receiver Timothy J. Coleman; (2) the Declaration of David Cleary, as counsel to the Receiver, executed on September 3, 2008; and (3) the Declaration of Mark Radke, pursuant to Local Rule 6.1, executed on September 4, 2008; and the Court has also considered (1) the Amended Complaint filed by Plaintiff Securities and Exchange Commission on August 28, 2008; (2) the Order issued by Part I Judge Richard Sullivan, dated August 11, 2008, which granted an asset freeze over the assets of the individual Defendants and the Wextrust Defendants; (3) the Order issued by Judge Sullivan, dated August 11, 2008, which appointed Timothy J. Coleman as receiver over Wextrust, WEP, WDG, Wextrust Securities and Axela and affiliated entities to show cause why an order should not be entered, pending a final disposition of this action; (4) the Order issued by Judge Sullivan dated August 12, 2008 which granted expedited discovery, ordered the Defendants to provide accountings, ordered the parties not to destroy documents or records and scheduled a preliminary injunction hearing to be held on August 20, 2008; (5) the Order of this Court, dated August 13, 2008, scheduling the preliminary injunction hearing for the Defendants to be heard on September 4, 2008, which has since been adjourned by the Court; and (6) the Order of this Court, dated August 28, 2008, directing Relief Defendant Elka Shereshevsky to show cause why an order should not be entered, pending a final disposition of this action, freezing Relief Defendant

Elka Shereshevsky's assets and, pending adjudication of the foregoing, an Order freezing said assets.

Based on the foregoing documents, the Court finds that a proper showing, as required by Section 20(b) of the Securities Act, and Section 21(d) of the Exchange Act, has been made for the relief granted herein because it appears that appointment of a receiver for the Defendant Wextrust Entities is necessary to preserve the *status quo*, to ascertain the extent of commingling of funds among the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, to ascertain the true financial condition of the Defendant Wextrust Entities and the disposition of investor funds, to prevent further dissipation of the property and assets of the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, to prevent the encumbrance or disposal of property or assets of the Defendant Wextrust Entities and the investors, to preserve the books, records, and documents of the Defendant Wextrust Entities, to be available to respond to investor inquiries, to protect investors' assets, and to determine whether the Defendant Wextrust Entities should undertake bankruptcy filings.

Good and sufficient reasons have been shown why procedure other than by notice of motion is necessary,

This Court has jurisdiction over the subject matter of this action and over the Defendants, and venue properly lies in this District.

NOW, THEREFORE,

IT IS HEREBY ORDERED that Timothy J. Coleman of Dewey & LeBoeuf, LLP, pending further order of this Court, be and hereby is appointed to act as receiver for the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, including, but not limited to, those entities listed on Exhibit A, to (1) preserve the *status*

quo; (2) ascertain the true financial condition of the Defendant Wextrust Entities, of all entities they control or in which they have an ownership interest, and of the disposition of investor funds; (3) determine the extent of commingling of funds between the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest; (4) prevent further dissipation of the property and assets of the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest; (5) prevent the encumbrance or disposal of property or assets of the Defendant Wextrust Entities, of all entities they control or in which they have an ownership interest, and of the investors; (6) preserve the books, records, and documents of the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest; (7) be available to respond to investor inquiries; (8) determine if the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest should undertake a bankruptcy filing. To effectuate the foregoing, the receiver is hereby empowered to:

(A) Take and retain immediate possession and control of all of the assets and property of the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, including, but not limited to, those entities listed on Exhibit A, and all books, records, and documents of Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, and the rights and powers of it with respect thereto;

(B) Have exclusive control of, and be made the sole authorized signatory for, all accounts at any bank, brokerage firm, or financial institution that has possession or control of any assets or funds of Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, including, but not limited to, those entities listed on Exhibit A;

(C) Succeed to all rights to manage all properties owned or controlled, directly or indirectly, by the Wextrust Defendants, including, but not limited to, those entities listed on Exhibit A, pursuant to the LLC and operating agreement relating to each entity;

(D) Pay from available funds necessary business expenses required to preserve the assets and property of Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, including the books, records, and documents of the Defendants, notwithstanding the asset freeze imposed by the Court's Order Freezing Assets, issued on August 11, 2008;

(E) Take preliminary steps to locate assets that may have been conveyed to third parties or otherwise concealed;

(F) Take preliminary steps to ascertain the disposition and use of funds obtained by the Defendants resulting from the sale of securities issued by the Defendants and the entities they control;

(G) Engage and employ persons, including accountants, attorneys, and experts, to assist in the carrying out of the receiver's duties and responsibilities hereunder;

(H) Take all necessary steps to gain control of the Defendants' interests in assets in foreign jurisdictions, including, but not limited to, those foreign assets listed in Exhibit A, and those funds maintained in accounts at foreign institutions listed in Exhibit B, which may be proceeds of Defendants' fraud, including, but not limited to, taking steps necessary to repatriate foreign assets;

(I) Take such further action as the Court shall deem equitable, just, and appropriate under the circumstances upon proper application of the receiver.

IT IS FURTHER ORDERED that no person or entity, including any creditor or claimant against any of the Defendants, or any person acting on behalf of such creditor or claimant, shall take any action to interfere with the taking control, possession, or management of the assets, including, but not limited to, the filing of any lawsuits, liens, or encumbrances, or bankruptcy cases to impact the property and assets subject to this order.

IT IS FURTHER ORDERED that the Defendants shall pay the reasonable costs, fees, and expenses of the receiver incurred in connection with the performance of his duties described herein, including, but not limited to, the reasonable costs, fees, and expenses of all persons who may be engaged or employed by the receiver to assist him in carrying out his duties and obligations. All applications for costs, fees, and expenses of the receiver and those employed by him shall be made by application to the Court setting forth in reasonable detail the nature of such costs, fees, and expenses, and shall conform to the Fee Guidelines that will be supplied by the U.S. Securities and Exchange Commission.

IT IS FURTHER ORDERED that a copy of this Order and the papers supporting the Commission's Application be served upon the Defendants on or before August 12, 2008, by personal delivery, facsimile, overnight courier, or first-class mail.

IT IS FURTHER ORDERED that this Order shall be, and is, binding upon the Defendants and each of their respective officers, agents, servants, employees, attorneys-in-fact, subsidiaries, affiliates and those persons in active concert or participation with them who receive actual notice of this Order by personal service, facsimile service, or otherwise.

IT IS FURTHER ORDERED that in addition to the other powers granted herein and as an amendment to the Order Appointing Temporary Receiver, dated August 11, 2008 (the "Interim Appointment Order"), the Receiver be, and he hereby is, authorized and empowered to:

- (a) establish a new cash management system by closing, transferring, consolidating, and opening bank accounts and securities accounts, so long as records are kept of the sources and uses of all funds;
- (b) invest all cash of the Wextrust Entities in U.S. government securities or U.S. government guaranteed securities having remaining maturities of up to two years and in money market accounts maintained by financial institutions having net worths of no less than \$50 billion;
- (c) discharge his duties as receiver by making and authorizing in the ordinary course payments and disbursements from the funds and assets under his control, incurring expenses, and entering into agreements, including loan agreements and credit facilities, all as reasonably necessary or advisable under the circumstances;
- (d) Notwithstanding the terms of the Interim Appointment Order, encumber assets of the Wextrust Entities and any entities they control or in which they have an ownership interest, to the extent such actions are deemed necessary by the Receiver based on his own experience and on input from his advisors to be most beneficial to preserving enterprise value for one or more of the Wextrust Entities and those entitled to the proceeds; provided that encumbrances in excess of \$750,000 shall first require at least four (4) business days' written notice (unless shortened by court order) to the Securities and Exchange Commission (the "SEC"), the Individual Defendants (such notice to be given to the Individual Defendants via ECF, facsimile, e-mail, and/or hand delivery to their respective counsel of record), and such other Wextrust entity investors who request such

notice; provided further that the Receiver may apply for an order under seal or a hearing *in camera*, as circumstances require;

- (e) use, lease, sell, and convert into money all assets of the Wextrust Entities, either in public or private sales or other transactions on terms the Receiver reasonably believes based on his own experience and input from his advisors to be most beneficial to the Wextrust Entities and those entitled to the proceeds; provided, however, all leases and sales of property appraised for or having a cost basis of \$750,000 or more shall only be consummated with prior court approval on at least four (4) business days' written notice (unless shortened by court order) to the Securities and Exchange Commission (the "SEC"), the Individual Defendants (such notice to be given to the Individual Defendants via ECF, facsimile, e-mail, and/or hand delivery to their respective counsel of record), and creditors and Wextrust entity investors having filed notices of appearance in the above-captioned case; provided further that the Receiver may apply for an order under seal or a hearing *in camera*, as circumstances require;
- (f) investigate, prosecute, defend, intervene in, and otherwise participate in, compromise and adjust actions in any state, federal, or foreign tribunal of any kind as the Receiver believes in his sole discretion advisable or proper to collect, conserve, or otherwise recover assets of the Wextrust Entities or entities they own or control.

IT IS FURTHER ORDERED that all banks, brokers, dealers, depositories and any other business entities having possession, custody, or control of any assets, funds, or accounts in the name of or for the benefit of any Wextrust Entities or entities they own or control shall

cooperate expeditiously in the transfer of funds, other assets, and accounts to the Receiver or at the direction of the Receiver.

IT IS FURTHER ORDERED that all officers, directors, partners, and employees of the Wextrust Entities and entities they own or control, and their agents, including attorneys, shall forthwith advise the Receiver in writing of and relinquish to the Receiver their respective signatory authority over any and all accounts, safe deposit boxes, and other depositories of property of such entities;

IT IS FURTHER ORDERED that the Receiver has the authority to issue subpoenas for documents, testimony, and property inspections, consistent with the Federal Rules of Civil Procedure;

IT IS FURTHER ORDERED that each of the Receiver and his advisors be, and they hereby are, indemnified by each of the Wextrust Entities, except for gross negligence, willful misconduct, fraud, and breach of fiduciary duty determined by final order no longer subject to appeal or certiorari, for all judgments, losses, costs, and reasonable expenses including legal fees (which shall be paid under the indemnity after court approval as they arise), arising from or related to any and all claims of whatsoever type brought against any of them in their capacities as Receiver or advisors to the Receiver; provided, however, that nothing herein shall limit the immunity of the Receiver and his advisors allowed by law or deprive the Receiver and his advisors of indemnity for any act or omission for which they have immunity.

IT IS FURTHER ORDERED that (a) no bond shall be required in connection with the appointment of the Receiver, (b) the Receiver and all other persons engaged or employed by the Receiver to assist him in carrying out his duties and obligations hereunder shall not be liable for any act or omission of the Receiver or such persons, respectively, or any of their partners,

employees, or agents unless it shall be proven and held in an order no longer subject to appeal or certiorari that the Receiver or such other persons committed gross negligence, willful misconduct, fraud, or breach of fiduciary duty for which no immunity exists. This provision shall apply to all claims whether filed during or after termination of the appointment of the Receiver and retentions of his advisors.

IT IS FURTHER ORDERED that if in accordance with this order the Receiver determines that any of the Wextrust Entities and entities they own or control should undertake a bankruptcy filing, the Receiver, be and he hereby is, authorized to commence cases under title 11 of the United States Code for such entities in this district, and in such cases the Receiver shall prosecute the bankruptcy petitions in accordance with title 11 subject to the same parameters and objectives as a chapter 11 trustee and shall remain in possession, custody, and control of the title 11 estates subject to the rights of any party in interest to challenge such possession, custody, and control under 11 U.S.C. § 543 or to request a determination by this Court as to whether the Receiver should be deemed a debtor in possession or trustee, at a hearing, on due notice to all parties in interest, before the undersigned. Before taking action under this paragraph, however, at least two (2) business days' written notice (unless shortened by court order) stating that the Receiver is contemplating action under title 11 must be provided to the Securities and Exchange Commission, the Individual Defendants (such notice to be given to the Individual Defendants via ECF, facsimile, e-mail, and/or hand delivery to their respective counsel of record), and such other Wextrust entity investors who request such notice; provided further that the Receiver may apply for an order under seal or a hearing *in camera*, as circumstances require.

IT IS FURTHER ORDERED that to facilitate an efficient coordination in one district of all bankruptcies of Wextrust Entities and entities they own or control, the Southern District of

New York shall be the Receiver's principal place of business for making decisions in respect of operating and disposing of each of the Wextrust Entities and entities they own or control and their respective assets.

IT IS FURTHER ORDERED that pending the Receiver's determination of (a) the financial condition of each Wextrust Entity and the entities they own and control, and (b) whether any or all of such entities should be substantively consolidated after a hearing on due notice, the Receiver may allow such entities to borrow funds from one another to pay necessary and valid expenses as long as records are maintained of every advance and the Receiver's advisors have furnished him for each advance a plausible basis to believe that based on the information they have the borrowing entity should be able to repay the advance from operating funds or sales, or that failure to pay the expense(s) of the borrowing entity will cause more loss to the entirety of the enterprise than if the expense is paid.

IT IS FURTHER ORDERED that each of the Receiver and his advisors shall be paid from the assets of the Wextrust Entities. Each Wextrust Entity shall be, and it hereby is, jointly and severally liable to pay for the fees and expenses of the Receiver and his advisors.

IT IS FURTHER ORDERED that, notwithstanding the terms of the Interim Appointment Order and U.S. Securities and Exchange Commission Billing Guidelines ("Fee Guidelines"), each of the Receiver and his advisors shall be paid on a monthly basis for the first six months of the case and quarterly thereafter, after (a) submission of a monthly or quarterly fee request to the SEC and to the Court, and (b) court approval after a hearing if requested by the SEC or ordered by the Court. Monthly fee requests shall be served on the U.S. Securities and Exchange Commission ("SEC") by facsimile and overnight courier. The SEC may raise objections and requests for clarification.

IT IS FURTHER ORDERED that in lieu of providing retainers to the Receiver and his advisors, all payments made pursuant to the foregoing procedures prior to the initiation of any voluntary or involuntary petition for relief under the United States Bankruptcy Code, or foreign insolvency proceeding, shall be deemed payments made according to ordinary business terms and incurred in the ordinary course of business or financial affairs of the transferees and the Wextrust Entities and not subject to avoidance as a preferential payment.

IT IS FURTHER ORDERED that service of a copy of this order by mail on creditors and interest holders of the Wextrust Entities whose addresses have heretofore been made accessible to the Receiver from the records of the Wextrust Entities shall be good and sufficient service on such creditors and interest holders, and publication of this order once in the national edition of the *Wall Street Journal*, once in the international edition of the *Wall Street Journal*, and once in the national edition of the *New York Times* shall be good and sufficient service on all other entities.

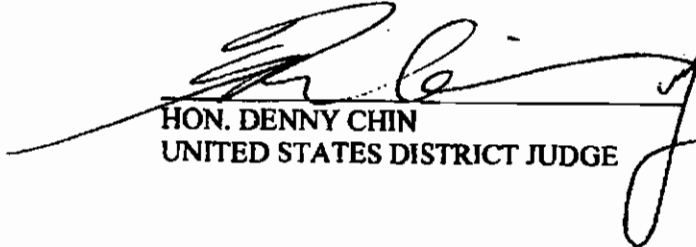
IT IS FURTHER ORDERED that the Receiver shall not return to investors in any of the Wextrust Entities or entities they own or control, any funds, securities, dividends, interest, or other entitlements or their proceeds without further order of this Court after a hearing on notice to all parties in interest.

IT IS FURTHER ORDERED that the Receiver's retentions of Deloitte LLP and Jerry B. Klein and Associates and The Hilco Organization be, and they hereby are, approved.

IT IS FURTHER ORDERED that this order and all other orders governing the appointment of the Receiver and his powers and authorities shall remain in effect until terminated by further order of this Court.

SO ORDERED.

Dated: September 11, 2008
New York, New York



HON. DENNY CHIN
UNITED STATES DISTRICT JUDGE

A

Exhibit A

Name	Address	County	State of Incorporation	Managing Agent (Per Service)	Address of Managing Agent (Per Service)
Westluc Capital					
303 W. Wacker Drive, 16th Floor Chicago, IL 60606					
909 Wacker Drive, Suite 2220 Norfolk, VA 23510					
114 W. 47th Street, 20th Floor New York, NY 10036					
78 Grandview Avenue Waterford Heights Pretoria, South Africa					
7 Jibboudi Street, 34th Floor Ramat Gan, Israel					
909 Wacker Drive, Suite 2220 Norfolk, VA 23510					
7 Jibboudi Street, 34th Floor Ramat Gan, Israel					
303 W. Wacker Drive, 16th Floor Chicago, IL 60606					
3424 N. Federal Highway Boca Raton, FL 33431					
114 W. 47th Street, 20th Floor New York, NY 10036					
16000 W. 10 Mile Road Southfield, MI 48075					
8200 Poplar Avenue Memphis, TN 38157					
118 30th Avenue North Nashville, TN 37203					
1200 Abernethy Road, Suite 1700 Atlanta, GA 30328					
13 E. First Street Honduras, IL 60521					
8701 Democracy Boulevard, Suite 300 Bethesda, MD 20817					
Westluc Equity Partners					
118 30th Avenue North Nashville, TN 37203					
1200 Abernethy Road, Suite 1700 Atlanta, GA 30328					
13 E. First Street Honduras, IL 60521					
Westluc Development Group					
8701 Democracy Boulevard, Suite 300 Bethesda, MD 20817					
Axis Hospitality					
48 South Washington, LLC		Cook County	Illinois	48 S. Washington Managers, LLC WSP is "Manager" of the Manager: WSP is owned by Westluc Capital Westluc Equity Partners	48 S. Washington Managers, LLC WSP is "Manager" of the Manager: WSP is owned by Westluc Capital Westluc Equity Partners
1250 S. Michigan Avenue, LLC		Cook County	Illinois		533 W. Wacker Dr., Suite 1800 Chicago, IL 60606
1250 S. Michigan LLC B		Cook County	Illinois		533 W. Wacker Dr., Suite 1800 Chicago, IL 60606
1805 Highland		DuPage County	Illinois		533 W. Wacker Dr., Suite 1800 Chicago, IL 60606
318 W. Adams Express		Cook County	Illinois		

Name	Address	County	State of Incorporation	Managing Agent (For Service)	Address of Managing Agent (For Service)
628 Purgon LLC	628 West Division St., Chicago, IL 60610	Cook County	Delaware	628 Purgon Managers, LLC; WEP is the "Manager" of the Manager; WEP is owned by WestTrust Capital.	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
47 Dean Street Investors	47 Dean St., Brooklyn, NY 11201	Kings County	Delaware	47 Dean Street Managers, LLC; WEP is the "Manager" of the Manager; WEP is owned by WestTrust Capital.	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Advantage Regency Holdings	1800 RiverView Tower, Knoxville, TN 37902	Knox County	Tennessee	Michael Gorney	380 N. Peters Rd., Knoxville, TN 37922
ATM II LLC	--	--	Delaware	Brandon Investments, LLC which is wholly owned by WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
BarTech Holdings, LLC	Memphis, TN	--	Delaware	Westford Equity Partners	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Bulls Headle Carls Investors, LLC	24 White Ridge Rd., Nashville, TN 37205	Davidson County	Illinois	Block III Managers, which is 100% owned by Brandon Investments, Shenelensky and Byers are the managers of Brandon	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Block III Mines & Minerals, LLC	--	--	Virginia	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Bret Investors Station Coast III	--	--	Virginia	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Bret Investors Station Coast	--	--	Virginia	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Camble Park LLC	9888 Forum Park Drive, Houston, TX 77066	Harris County	Texas	Clarksville Industrial Managers, LLC which is in turn owned and controlled by WEP	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Clarksville Industrial Investors, LLC	780 International Blvd., Clarksville, TN 37040	Montgomery County	Delaware	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Comin	2800 Tucumseh Way, Corinth, MS 38834	Alcorn County	Mississippi	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Crown-Phoenix Investors LLC	(Crown Plaza Hotel) 2828 West Pearce Ave Phoenix, AZ 85029	Maricopa County	Delaware	Crown-Phoenix Managers, LLC; WEP is the "Manager" of the Manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Dean Street Investors LLC	44-44 Dean Street Brooklyn, NY 11201	Kings County	Illinois	Dean Street Managers, LLC; WEP is the "Manager" of the Manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Dean Street Managers LLC	(Wyndham Hotel) 2001 York Rd., Oak Brook, IL 60057	DuPage County	Delaware	Drake Oak Brook Managers, LLC; "Manager" of the Manager is Jade Hospitality, LLC an affiliate of WestTrust Capital, LLC	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Drake Oak Brook Investors LLC	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
East Point	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Executive Plaza, LLC	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
First Highland	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
First Wyoming Investors, LLC	900 28th St. SW, Wyoming, MI 48099	Kent County	Illinois	Steve Byers First Highland Managers, LLC First Wyoming Managers, LLC; WEP is Managing Member.	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Freddie Holdings	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Frederick (aka Poyosa, LLC)	1915 Poyosa St., New Orleans, LA 70112	--	Louisiana	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
GDR 1 year @ 7.00	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
GDR 18 months @ 7.75	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
GDR 3 years @ 12.00	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
GDR 3 years @ 9.00	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
GDR 8.5% Reducer	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Glade Springs	--	--	--	--	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Gold Coast Investors LLC	1816 N. Clark St., Chicago, IL 60614 (Days Inn Hotel)	Cook County	Illinois	WestTrust Capital	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606
Grant Street Investors LLC	9728 South Washington Street, Hinsdale, IL 60521	Cook County	Illinois	Gold Coast Managers, LLC; WEP is the "Manager" of the Manager; WEP is owned by WestTrust Capital GSH Managers, LLC; the "Manager" of the Manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1800 Chicago, IL 60606

Exhibit A

Name	Address	County	State of Incorporation	Managing Agent (per Service)	Address of Managing Agent (per Service)
333A Investors, LLC	331 East Westfield Drive, Elmhurst, IL 60120 810 East Wacker Drive, Elmhurst, IL 60120 810 South Wacker Drive, Elmhurst, IL 60120 8111 Oakton Road, Madison, WI 53705 4121 Southpoint Blvd., Jacksonville, FL 32216 117 South Boulevard Road, Anderson, IN 46013 10 South 2nd Street, Lafayette, IN 47904	Elmhurst County Elmhurst County Cook County Dane County St. John's County Madison County Tippecanoe County	Illinois	GSA Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
GSH Development, LLC	--	--	--	GSH Managers, LLC Westford Development, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
GSH Managers, LLC	--	--	--	Hammond Industrial Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
Guaranteed Depository Receipts	307-511 Pride Drive, Hammond, LA 70401	Tangipahoa Parish	Louisiana	WestTrust Hampton Funding Manager, LLC; the "Manager" of the manager is WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
Hammond II	577A South Washington Street, Hinsdale, IL 60521	Cook County	Illinois	First Highland Managers, LLC; owned 100% by WEP	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
Hinsdale First, LLC	--	--	--	Hilltop Investors, LLC; WEP is the "Manager" of the manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
High Yield Debt Fund II	1770 First Street Building, Highland Park, IL 60038	Lake County	Illinois	Hilltop Ridge Investors, LLC; WEP is the "Manager" of the manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
Hilltop Apartments LLC	4229 Columbus Ave., Anderson, IN 46013	Madison County	Indiana	Horner Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
Hilltop Ridge Apartments LLC	West 108th Street and South Parker Rd., Homer Glen, IL 60491	Will County	Illinois	Westford Equity Partners	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
Homer Glen Investors LLC	1565 Hyde Park Rd., Essex, MD 21221	Baltimore County	Maryland	IGSC Mining Managers, LLC owned equally by the Shareholders; Family Limited Partnership and Steven Dye	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
Hydrex Park Investors, LLC	1-68 and Perry Hill Road, Montgomery, AL 36106	Montgomery County	Alabama	Interstate Park Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
IDEX Mines and Minerals LLC	Birmingham, AL	Harris County	Alabama	WTC Westtrust Capital/Westford Equity Partners	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
Interstate Park Investors LLC	2400 McCue Rd., Houston, TX 77058	DeKalb County	Georgia	Westford Asset Management	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
Jacoby Properties	125 Avenue South and Division Street, Nashville, TN 37203	Davidson County	Tennessee	New Salem Managers, LLC; the "Manager" of the manager is WEP, which is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60608
Jeff West Holdings, LLC	940 New Salem Road, Murfreesboro, TN 37139	Rutherford County	Tennessee		
2400 McCue Investors, LLC					
Midwest Energy					
Muskegon River Investors LLC					
Myatt Holdings					
New Salem Investors LLC					

Exhibit A

Name	Address	County	State of Incorporation	Managing Agent (For Services)	Address of Managing Agent (For Services)
At Point East, LLC	New Orleans, LA			Real Point Investors, LLC; WEP is the "Manager" of the manager WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Park Village Holdings LLC	481 Park Village Drive and 216 Center Park Drive, Knoxville, TN 37922	Knox County	Tennessee	Park Village Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Peoria Office Investors LLC	134 SW Adams, Peoria, IL 61602	Peoria County	Delaware	Peoria Office Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
PVP Ventures, LLC					
Rand Energy					
Rand Quarry					
River's Edge Investors LLC	2028 Oakley, Intersection of West Madison Street and North Oakley Avenue, Chicago, IL	Cook County	Illinois	River's Edge Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Riverside Investors, LLC	One Riverside Road, Riverside, IL 60548	Cook County	Illinois	Westford Equity Partners, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
S. Pine Street Investors LLC	180-940 South Pine Street, Burlington, WI 53108	Racine County	Delaware	S. Pine Street Managers, LLC; the "Manager" of the manager is WEP; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Semco				SP Managers I, LLC	
SP Development Company, LLC	Peasapocula, MD			Shadsworth Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Shadsworth, LLC	2118 Chapman Road, Chattanooga, TN	Hamilton County	Delaware		
Shadsworth Investors LLC				Tennessee Office Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Silicon Coast Real Investors LLC	Goodlettsville, TN		Tennessee		
Spore Park, LLC	Multiple Cities in TN	Not Clear	Delaware		
Tennessee Office Investors					
Ujzen Aquers LLC					
USPH & JPS Followe					
Valcano					
West 82nd Street Holdings, LLC	179-182 West 82nd Street, New York, NY 10011	New York City County	Delaware	West 82nd Street Holdings, LLC ("Holdings"); West 82nd Street Managers ("Managers") is the manager of Holdings; WEP is the manager of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
West 82 Street Investors, LLC	179-182 West 82nd Street, New York, NY 10011	New York City County	Delaware	West 82nd Street Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
West Bardon Investors LLC	6700 Baum Drive, Knoxville, TN and 212-322 Newry Lynn Lane, Knoxville, TN	Knox County	Illinois	West Bardon Managers, LLC; WEP is the "Manager" of the Manager	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
2435 West Belmont Investors, LLC	2435 West Belmont Avenue, Chicago, IL 60618	Cook County	Illinois	2435 W. Belmont Managers, LLC; WEP is the "Manager" of the manager; WEP is owned by WestTrust Capital	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
WP New Orleans				WEP	
Westside Diversified Private Fund I, LLC			Delaware	Westside Diversified Private Fund I, LLC; the manager of the manager is WTC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Diversified Offshore Private R			British Virgin Islands	Westside Diversified Private Fund I, LLC	
Westside Principal Protected Fund I, LLC			Delaware	Westside Diversified Private Fund I, LLC; the manager of the manager is WTC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606

Exhibit A

Name	Address	County	State of Incorporation	Managing Agent (Per Service)	Address of Managing Agent (Per Service)
Westside Principal Protected Offshore Fund I	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Fund I	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Fund II, LLC	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Offshore Fund I	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Qualified Investors LLC - Dean Street	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Williams Rudolph Holdings, LLC	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westman Road Investors LLC	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
York Road Investors LLC	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Capital - Alcorn	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Steve Byers - Residence	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Steve Byers - Condos	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Joseph Shennanewitz - Residence	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Joseph Shennanewitz - Other Family Properties	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Diversified Futures Fund I, LLC	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Diversified Offshore Futures	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Principal Protected Offshore Fund I, LLC	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Principal Protected Offshore Fund I, LLC	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Fund I, LLC	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Fund II, LLC	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside High Yield Debt Offshore Fund I, LLC	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Westside Qualified Investors LLC - Dean Street	118-118 North York Road Birkhead, IL 60128	Illinois	Illinois	Westside Commercial Managers, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606

Exhibit A

Name	Address	County	State of Incorporation	Managing Agent (Per Service)	Address of Managing Agent (Per Service)
Pure Africa Mining & Minerals	78 Gardsop Avenue Winterton Heights Pretoria, South Africa				
PAM Export (Pty) Ltd.	SA Jewellery Center, 228 Main Street Suite 279 Johannesburg 2001, South Africa				
ATM II LLC			Delaware	Brandon Investments, LLC which is wholly owned by Wadsworth Capital, LLC	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Block III Mines & Minerals, LLC			Virginia	Block III Minerals, which is 100% owned by Brandon Investments, Shareholders and Byrne are the managers of Brandon	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Bret Investors Skeleton Coast II Bret Investors Skeleton Coast			Virginia	IDEK Mining Managers, LLC owned equally by the Shareholders Family Limited Partnership and Steven Byrne	333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
IDEK Mines and Minerals LLC			Virginia		333 W. Wacker Dr., Suite 1600 Chicago, IL 60606
Rend Energy Rend Quarry Skeleton Coast Bret Investors LLC Vietnam					
Prithvi Group Ltd.					
Bufoir \$480 (Pty) Ltd.	Northwest Pretoria, South Africa Acropolis 143 1st Avenue and Schneider Roads				
Lussemborg Cowpers	South Africa				
Skeleton Coast MNS	Namibia				
Tropical Paradise Trading 808 (Pty)					
Golden Ribbon Trading 307 (Pty) Ltd.	South Africa				
Earth Moving					
RELEX 420 (Pty) Ltd.	Namibia				
African Spirit 146 (Pty) Ltd.					
Vedemo Trading (Pty) Ltd.					
Rupicorp (Pty) Ltd.					
Dave Investment (Pty) Ltd.					
Pure Africa Minerals (Pty) Ltd.					
Pure Africa Holdings (Pty) Ltd.					
Pure Africa Investment (Pty) Ltd.					
African Spirit Trading 280 (Pty) Ltd.					
PAM Export (Pty)	SA Jewellery Center 228 Main Street Suite 279 Johannesburg 2001, South Africa				
Brandon Investment LLC Thunder Energy LLC Bret Investments (Pty) Ltd.	168 San Hjelms Drove Widene Bay				
Mark Investments (Pty) Ltd.	270 Christie Street, Brooklyn, Pretoria, Province of Gauteng, South Africa P.O. Box 680, Pretoria, 0001 Province of Gauteng, South Africa				

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION

Plaintiff,

- against -

**STEVEN BYERS, JOSEPH
SHERESHEVSKY, WEXTRUST CAPITAL, LLC,
WEXTRUST EQUITY PARTNERS, LLC,
WEXTRUST DEVELOPMENT GROUP, LLC,
WEXTRUST SECURITIES, LLC, and
AXELA HOSPITALITY, LLC,**

Defendants, and

ELKA SHERESHEVSKY,

Relief Defendant.

08-cv-7104 (DC)

ECF CASE

**CONSENT OF DEFENDANTS AND RELIEF DEFENDANT TO
PRELIMINARY INJUNCTION ORDER**

1. Defendants Steven Byers (“Byers”), Joseph Shereshevsky (“Shereshevsky”), Wextrust Capital, LLC (“Wextrust”), Wextrust Equity Partners, LLC (“WEP”), Wextrust Development Group, LLC (“WDG”), Wextrust Securities, LLC (“Wextrust Securities”) and Axela Hospitality, LLC (“Axela”) (collectively, “Defendants”) and the Relief Defendant Elka Shereshevsky (“Relief Defendant”) acknowledge having been served with the summons, complaint and amended complaint in this action, enter a general appearance, and admit the Court’s jurisdiction over Defendants and Relief Defendant and over the subject matter of this action.

2. Without admitting or denying the allegations of the complaint (except as to personal and subject matter jurisdiction, which Defendants and Relief Defendant admit), Defendants and Relief Defendant hereby consent to the entry of the proposed Order on Consent Imposing A Preliminary Injunction Against Defendants and Relief Defendant in the form attached hereto (the "P.I. Order") and incorporated by reference herein.

3. Defendants and Relief Defendant waive the entry of findings of fact and conclusions of law pursuant to Rule 65 of the Federal Rules of Civil Procedure.

4. Defendants and Relief Defendant waive the right, if any, to appeal from the entry of the proposed P.I. Order.

5. Defendants and Relief Defendant enter into this Consent voluntarily and represent that no threats, offers, promises, or inducements of any kind have been made by the SEC or any member, officer, employee, agent, or representative of the SEC to induce Defendants and Relief Defendant to enter into this Consent.

6. Defendants and Relief Defendant agree that this Consent shall be incorporated into the P.I. Order with the same force and effect as if fully set forth therein.

7. Defendants and Relief Defendant will not oppose the enforcement of the P.I. Order on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waive any objection based thereon.

8. Defendants and Relief Defendant waive service of the P.I. Order and agree that entry of the P.I. Order by the Court and filing with the Clerk of the Court will constitute notice to Defendants and Relief Defendant of its terms and conditions.

9. Defendants and Relief Defendant acknowledge that no promise or representation has been made by the SEC or any member, officer, employee, agent, or representative of the

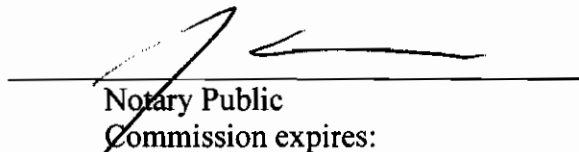
SEC with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Defendants and Relief Defendant further acknowledge that the Court's entry of a P.I. Order may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding.

10. Defendants and Relief Defendant agree that the SEC may present the proposed P.I. Order to the Court for signature and entry without further notice.

Dated: 10/16/08

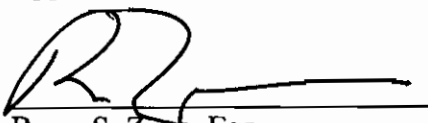

Steven Byers

On 10/16, 2008, STEVEN BYERS, a person known to me,
personally appeared before me and acknowledged executing the foregoing Consent.


Notary Public
Commission expires:

Jason Canales
Notary Public, State of New York
No. 02CA6140739
Qualified in Queens County
Commission Expires 02/06/2010

Approved as to form:



Barry S. Zorn, Esq.
Gersten Savage, LLP
600 Lexington Avenue
9th Floor
New York, New York 10022
(212) 752-9700
Attorney for Defendant Steven Byers

Dated: 10/3/08

Joseph Shereshevsky
Joseph Shereshevsky

On October 3, 2008, Joseph Shereshevsky, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.

[Signature]
Notary Public
Commission expires:

Approved as to form:

[Signature]
John Meringolo, Esq.
116 West 23rd Street
Suite 5-137
New York, New York 10011
(212) 386-7617
Attorney for Defendant Joseph Shereshevsky

JOHN MERINGOLO
Notary Public State of New York
No: 02ME6181704
Qualified in Kings County
Commission Expires 2/11/2012

Dated: Oct 06, 2008

Elka Shereshevsky
Elka Shereshevsky

On Oct 06, 2008, Elka Shereshevsky, a person known to me,
personally appeared before me and acknowledged executing the foregoing Consent.

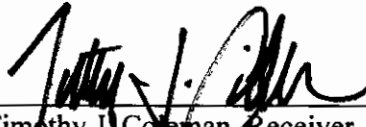
Sasha X. Watts
Notary Public
Commission expires: May 31, 2012

Approved as to form:

[Signature]
Michael F. Bachner, Esq.
26 Broadway, Suite 2310
New York, New York 10004
(877) 388-6461
Attorney for Relief Defendant Elka Shereshevsky




Dated: 10/2/08

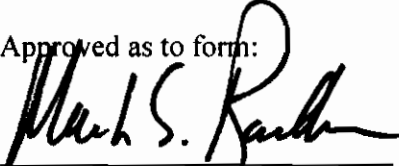


Timothy J. Coleman, Receiver,
On behalf of the Defendant Wextrust Entities

On 2nd, 2008, October, a person known to me,
personally appeared before me and acknowledged executing the foregoing Consent.



Notary Public
Commission expires: **DEBORAH ANN JOHNSON**
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires September 30, 2012

Approved as to form:


Mark S. Radke, Esq.
Dewey & LeBoeuf LLP
1101 New York Avenue, N.W., Suite 1100
Washington, D.C. 20005
(202) 986-8076
Attorney for Receiver